

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1359.
FILED, OCTOBER 22nd, 1965.

JOUTEL COPPER MINES LIMITED (No Personal Liability)

Full corporate name of Company
Incorporated under the Quebec Mining Companies Act, by
Letters Patent dated September 28, 1961

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	See Item 6
2. Head office address and any other office address.	Head Office: Suite 605 - 399 St. Joseph St. East, Quebec City, P.Q. Executive Office: Suite 1600 - 44 King Street West, Toronto, Ont.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	W. S. Row--Director & President, 1600 - 44 King St. West, Toronto, Ontario, Mining Executive J. H. Stovel--Director & Vice-President, 1600 - 44 King St. West, Toronto, Ontario, Mining Executive K. C. Gray--Director, 206 Forest Hill Road, Toronto, Ont., Mining Executive P. Price--Director, 1700 - 44 King Street West, Toronto, Ont. Geologist L. B. Harder--Director, 280 Park Avenue, New York City, N.Y., USA Executive R. D. Stewart--Secretary, 1600 - 44 King St. West, Toronto, Ont. Corporate Secretary B. C. Bone--Treasurer, 1700 - 44 King St. West, Toronto, Ont. Chartered Accountant
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares of \$1.00 par value each Issued: 4,313,873 shares of \$1.00 par value each
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>It is proposed to offer to shareholders rights to subscribe for units each consisting of a \$100 principal amount of 6% redeemable income debenture maturing December 31, 1975 and 20 shares of common stock. The units will be offered at \$90 each. Shareholders will receive one right for each share held and 150 rights will be required to purchase one unit. The total offering will consist of \$2,876,000 principal amount of debentures and 575,200 common shares, and will provide \$2,588,400 to the company's treasury. Kerr Addison Mines Limited has agreed to purchase all units not taken up under the offering, at the offering price.</p> <p>Kerr Addison Mines Limited further agrees that all shares not taken up under the above offering and purchased by Kerr Addison Mines Limited will be purchased for investment purposes only.</p> <p>Interest will be payable on the Debentures on the 1st day of May in each year commencing with the year 1968 but such interest is payable only if and to the extent that there are profits of the Company as defined in the Debentures available from and including the 1st day of December, 1965 up to and including the 31st day of December immediately preceding the interest payment date in question.</p> <p>This offering is not to be considered as an offering of any shares or Debentures for sale in the United States of America or any Territory or possession thereof or an offering to any residents of the United States of America or any territory or possession thereof or a solicitation therein of an offer to buy any shares or Debentures of the Company. The Company will not accept subscriptions from any person or his agent who appears to be or the Company has reason to believe is a resident of the United States of America or any territory or possession thereof.</p>

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The proceeds from the sale of the offering to shareholders referred to in Item 6 will be applied towards bringing the mining property into production and loans to Mines de Poirier, Inc. to enable it to expand its mill to treat the Joutel ore. See also the report of the Mining Engineer attached hereto.
10. Brief statement of company's chief development work during past year.	During the past year underground work consisted of cross-cutting, drifting, slashing and diamond drilling. This underground program was completed in February 1965 following which additional diamond drilling was done from surface. An economic study of the results of the work was prepared and agreements were negotiated with Mines de Poirier Inc. to concentrate the Joutel ore at the Poirier mill.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	810,000 shares are held in escrow with The Royal Trust Company, Toronto subject to release only with the written consent of the Ontario Securities Commission, The Quebec Securities Commission and the board of directors of the Company and The Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<p>Kerr Addison Mines Limited 1600 - 44 King Street West, Toronto 592,313 International Mining Corporation 280 Park Avenue, New York City, USA 162,000 Brivan Minerals Limited c/o Philip Malouf 911 - 1155 Dorchester Blvd. W., Montreal 40,500</p> <p>The increase in Kerr Addison Mines Limited holdings in escrowed shares was the result of the purchase of the assets and undertakings of Prospectors Airways Company, Limited.</p>
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>Kerr Addison Mines Limited - 44 King Street West, Toronto, Ontario 2,910,131 shares (of which 592,313 held in escrow) International Mining Corporation - 280 Park Avenue, New York City, USA 162,000 shares (all held in escrow) T. A. Richardson & Co. - 4 King Street West, Toronto, Ontario 72,657 shares Bache & Co. - 360 Bay Street, Toronto, Ontario 53,600 shares Doherty Roadhouse & McCuaig Bros. - 335 Bay Street, Toronto, Ontario 52,392 shares</p> <p>The Company has no knowledge as to the beneficial owners of the shares registered in the last three names.</p>

FINANCIAL STATEMENTS

JOUTEL COPPER MINES LIMITED

BALANCE SHEET - SEPTEMBER 30, 1965

A S S E T S

CURRENT:

Cash and short-term notes	\$ 477,194.43	
Accounts receivable	17,601.25	
Inventory of Supplies, at cost	<u>9,030.17</u>	\$ 503,825.85

OTHER:

Buildings and equipment, at cost	\$ 84,506.78	
Mining claims	450,000.00	
Exploration, development and other expenditures	1,931,480.42	
Incorporation expenses	<u>3,000.00</u>	<u>2,468,987.20</u>
		<u>\$2,972,813.05</u>

L I A B I L I T I E S

CURRENT:

Accounts payable and accrued charges	\$ 124,640.05
--------------------------------------	---------------

CAPITAL:

Authorized - 5,000,000 shares of \$1.00 each		
Issued and fully paid - 4,313,873	\$4,313,873.00	
Less discount	<u>1,465,700.00</u>	<u>2,848,173.00</u>
		<u>\$2,972,813.05</u>

On behalf of the Board

...*W.A. Row*.....Director

...*G.M. Jones*.....Director

STATEMENT OF EXPLORATION, DEVELOPMENT AND OTHER EXPENDITURES

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1965

	Balance December 31, 1964	Expended during Nine-months	Balance Sept. 30, 1965
Exploration and development expenditures:			
Geophysical	\$ 27,324.26	\$ 262.90	\$ 27,587.16
Transfer and assessment fees	16,747.99	114.25	16,862.24
Diamond drilling	660,609.76	69,598.26	730,208.02
Assaying	20,162.88	1,833.92	21,996.80
Shaft sinking	418,407.81	23,649.99	442,057.80
Drifting and crosscutting	246,289.87		246,289.87
Slashing	73,967.19		73,967.19
Supervisory salaries and expenses	66,709.05	15,048.07	81,757.12
Cost of surveys	5,248.05		5,248.05
Field expenses	9,332.33		9,332.33
Camp expenses	8,142.66		8,142.66
Share of cost of access road	60,000.00		60,000.00
Transportation	28,598.98		28,598.98
Use of equipment	19,214.26		19,214.26
Telephone and telegraph	2,778.15	1,067.95	3,846.10
Field office administration	10,983.21		10,983.21
Mine Maintenance		123,596.47	123,596.47
Sumps & pump stations		43,974.44	43,974.44
Sundry	<u>975.06</u>	<u>683.46</u>	<u>1,658.52</u>
	\$1,675,491.51	\$279,829.71	\$1,955,321.22
Administration and financing expenditures	<u>47,356.10</u>	<u>3,163.72</u>	<u>50,519.82</u>
	\$1,722,847.61	\$282,993.43	\$2,005,841.04
Less interest earned	<u>57,333.65</u>	<u>17,026.97</u>	<u>74,360.62</u>
	<u>\$1,665,513.96</u>	<u>\$265,966.46</u>	<u>\$1,931,480.42</u>

JOUTEL COPPER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD JANUARY 1 TO SEPTEMBER 30, 1965

Funds were Received from:

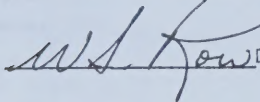
Interest on short term notes	\$ 17,026.97
------------------------------	--------------

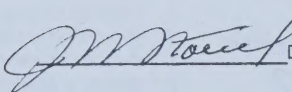
Funds were Expended on:

Buildings & equipment	\$ 16,771.78	
Development & administrative expenses, per schedule	<u>282,993.43</u>	<u>299,765.21</u>
Decrease in Working Capital		<u>\$282,738.24</u>

	<u>Current Assets</u>	<u>Current Liabilities</u>	<u>Working Capital</u>
January 1, 1965	\$731,447.59	\$ 69,523.55	\$661,924.04
September 30, 1965	503,825.85	124,640.05	<u>379,185.80</u>
Decrease in Working Capital			<u>\$282,738.24</u>

On Behalf of the Board

 Director

 Director

JOUTEL COPPER MINES LIMITED

(NO PERSONAL LIABILITY)

* SUITE 1600, 44 KING STREET WEST

TORONTO 1, ONTARIO

—EMPIRE-8-3474—
TELEPHONE 362-7111

October 19, 1965

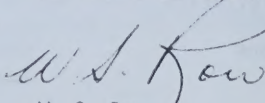
The Toronto Stock Exchange
234 Bay Street
Toronto 1, Ontario


Dear Sirs:

We hereby certify that there have been no material changes in the balance sheet of the Company from September 30, 1965 to date other than in the normal course of business.

Yours very truly,

JOUTEL COPPER MINES LIMITED


W. S. Row
President


J. H. Stovel
Vice President

ENGINEER'S REPORT

ENGINEER'S REPORT

ON

JOUTEL COPPER MINES LIMITED

The property is located in Joutel Township, Quebec, and consists of a Mining Concession having an area of 924.61 acres and nine mining claims held under Development Licences, having an area of 297 acres.

A shaft to depth of 1,075 ft. was completed in 1963 and levels established at 575 ft. and 1,025 ft.

Ore reserves before dilution above the 1,025 ft. level have been indicated by surface and underground diamond drilling to be: 1,370,000 tons grading 2.35% Cu
225,000 tons grading 9.5% Zn and 0.26% Cu.

It is proposed to prepare the mine for production at a rate of 700 tons per calendar day. Development will include shaft deepening, loading pocket, spill station, crusher station, pumping station, about 8,000 ft. of lateral work and about 4,500 ft. of raises.

It is further proposed to construct surface facilities to service the mining operation and a campsite to accomodate the work force.

An agreement has been executed to have Joutel ore milled at Mines de Poirier Inc. on a toll basis.

An estimate of preproduction expenditures has been made and is summarized herewith.

(Period August 1st, 1965 to Production)

Plant and Camp Construction	\$ 783,800
Surface Services and Facilities	257,620
Underground Stations and Installations	439,000
Underground Development	850,000
Preproduction Administration and Overhead	<u>86,000</u>
Total of above	\$2,416,420

In addition to this, it will be necessary to advance up to \$650,000 to Mines de Poirier Inc. for the expansion of existing milling facilities. These funds will be recovered by Joutel by way of a toll credit at a rate of 50¢ per ton.

Based on current metal prices and estimated operating costs, it is concluded that operating profit will be more than ample to retire the proposed debenture issue.

It is recommended to proceed on this basis.

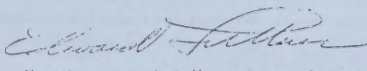
"EDWARD FUTTERER", B.Eng., P.Eng.

Toronto, Ontario
October 13th, 1965.

CERTIFICATE

I, Edward Futterer, of the City of Toronto, in the Province of Ontario, Canada, do hereby certify that:

1. I am a Mining Engineer residing at 1276 Minaki Road, Port Credit, Ontario with office at Suite 1600, 44 King Street West, Toronto 1, Ontario.
2. I am a graduate of McGill University, with the degree of Bachelor of Engineering (Mining) (1947).
3. I am a member of the Association of Professional Engineers of Ontario and have been practising my profession continuously since graduation.
4. I hold the position of Manager of Joutel Copper Mines Limited, but have no personal interest, either directly or indirectly, in the securities of Joutel Copper Mines Limited and do not expect to receive any such interest.
5. This report on Joutel Copper Mines Limited property in Joutel Township, Abitibi East, Quebec, is based on a personal examination of the property and the plans and records on hand in the offices of Kerr Addison Mines Limited and on personal estimates and assumptions.



"EDWARD FUTTERER", B.Eng., P.Eng.

Toronto, Ontario
October 13th, 1965.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Kerr Addison Mines Limited, 44 King Street West, Toronto holds approximately two-thirds of the issued shares which is sufficient to materially affect control of the Company.						
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	NIL						
18. Brief statement of any lawsuits pending or in process against company or its properties.	NIL						
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>Under date of October 8, 1965 the Company has entered into an agreement with Mines de Poirier Inc. to advance to it up to \$650,000 for the expansion of the Poirier mill in order that it may mill the Joutel ore on a toll basis, such advances to be repaid to Joutel by way of a credit against the toll charges.</p> <p>Under date of October 8, 1965 the Company has entered into an agreement with Mines de Poirier Inc. for the concentration of Joutel ore in the Poirier mill on a toll basis.</p> <p>R. F. Fry & Associates Limited have undertaken to perform all preproduction development of the mine on Joutel's behalf on a contract basis.</p> <p>A bridge over the Harricana River is under construction by the Quebec Government and 60% of the cost will be borne by the mining companies in the area. Joutel Copper Mines Limited has agreed to pay 25% of the mining companies' share of the cost of this bridge.</p> <p>A road west of the Harricana River has been constructed to service the mines in the area and Joutel has agreed to pay 25% of the cost of that portion of the road from the river to the Joutel property, estimated to be 8,200 feet.</p> <p>A road from the east bank of the Harricana River to the Amos-Matagami highway has been constructed by the Quebec Government, 50% of which is chargeable to the mining companies in the area. Joutel has agreed to pay one-third of this 50%.</p> <p>Many of the normal construction and installation jobs at the mine property will be handled on a contract basis.</p> <p>The estimated costs to Joutel Copper Mines Limited are as follows:</p> <table> <tr> <td>Bridge over the River</td><td>\$67,500</td></tr> <tr> <td>Road west of the River</td><td>\$20,000</td></tr> <tr> <td>Road east of the River</td><td>\$60,000 (already provided for in Balance Sheet)</td></tr> </table>	Bridge over the River	\$67,500	Road west of the River	\$20,000	Road east of the River	\$60,000 (already provided for in Balance Sheet)
Bridge over the River	\$67,500						
Road west of the River	\$20,000						
Road east of the River	\$60,000 (already provided for in Balance Sheet)						
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The Company knows of no other material facts. There are no shares of the Company in the course of primary distribution other than described in Item 6.						

CERTIFICATE OF THE COMPANY

DATED 19th OCTOBER 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

JOUTEL COPPER MINES LIMITED
 "W.S. Row" W.S. Row CORPORATE SEAL
 "J.H. Stovel" J.H. Stovel

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

KERR ADDISON MINES LIMITED
 "W.S. Row" W.S. Row
 "J.H. Stovel" J.H. Stovel